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8 Attorneys for Defendants
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9 SARI M. BALDAUF, RAJIV L. GUPTA,
JOHN H. HAMMERGREN, JOEL Z. HYATT,
10 JOHN R. JOYCE, ROBERT L. RYAN, LUCILLE S.
SALHANY, and G. KENNEDY THOMPSON

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12 **UNITED STATES DISTRICT COURT**
NORTHERN DISTRICT OF CALIFORNIA
13 **SAN JOSE DIVISION**

14 SAGINAW POLICE & FIRE PENSION)
FUND, Derivatively on Behalf of HEWLETT-)
15 PACKARD COMPANY,)

16 Plaintiff,

17 vs.

18 MARC L. ANDREESSEN, LAWRENCE T.)
BABGIO, SARI M. BALDAUF, RAJIV L.)
19 GUPTA, JOHN H. HAMMERGREN, MARK)
20 V. HURD, JOEL Z. HYATT, JOHN R.)
JOYCE, ROBERT L. RYAN, LUCILLE S.)
21 SALHANY and G. KENNEDY THOMPSON,)

22 Defendants,

23 -and-

24 HEWLETT-PACKARD COMPANY,)
25 Nominal Defendant.)

CASE NO. 5:10-CV-04720-EJD

~~PROPOSED~~ [PROPOSED] ORDER APPROVING
SUBSTITUTION OF COUNSEL

TO ALL PARTIES AND THEIR COUNSEL OF RECORD:

Defendants Marc L. Andreessen, Lawrence T. Babbio, Sari M. Baldauf, Rajiv L. Gupta, John H. Hammergren, Joel Z. Hyatt, John R. Joyce, Robert L. Ryan, Lucille S. Salhany and G. Kennedy Thompson (the "Director Defendants") seek an order permitting substitution of Allen J. Ruby (SBN 47109) of the law firm Skadden, Arps, Slate, Meagher & Flom, LLP, located at 525 University Avenue, Suite 1100, Palo Alto, CA 94301, in place of James E. Lyons (SBN 112582) of the law firm Skadden, Arps, Slate, Meagher & Flom, LLP, located at 525 University Avenue, Suite 1100, Palo Alto, CA 94301 in *Saginaw Police & Fire Pension Fund v. Andreessen et. al.*, Case No. 5:10-CV-04720-EJD.

Pursuant to Civil Local Rule 11-5 and in accordance with General Order 45, the Court approves the substitution of counsel sought by the Director Defendants.

IT IS SO ORDERED.

DATED: October 6, 2011



THE HONORABLE EDWARD J DAVILA
UNITED STATES DISTRICT COURT JUDGE

Respectfully Submitted by:

DATED: October 3, 2011

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

By: /s/ Garrett J. Waltzer

GARRETT J. WALTZER
Attorneys for Defendants

MARC L. ANDREESSEN, LAWRENCE T. BABBIO,
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